

# GIANT EAGLE, INC.

101 KAPPA DRIVE • RIDC PARK • PITTSBURGH • PENNSYLVANIA • 15238-2809 • (412) 963-6200 • TELECOPIER (412) 963-7266

April 28, 1997

2520032030419

Top Hat Plan Exemption  
Pension and Welfare Benefits Administration  
Room N-5644  
U.S. Department of Labor  
200 Constitution Avenue, NW  
Washington, District of Columbia 20210

Dear Sir or Madam:

Giant Eagle, Incorporated hereby supplies the following information pursuant to Department of Labor Regulation S2520.104-23:

A. Name and Address of Employer:

*Giant Eagle, Incorporated  
101 Kappa Drive  
RIDC Park  
Pittsburgh, PA 15238*

B. Employer Identification Number: 250698270

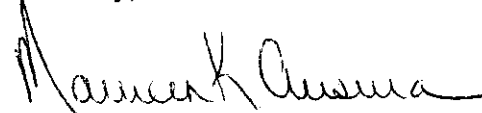
C. Giant Eagle, Incorporated maintains the following plans for a select group of management or highly compensated employees:

1. Name of Plan: *Deferred Compensation Plan*

Number of Participants: *Thirty-eight (38)*

This plan was adopted on January 1, 1997. This notice is being filed within 120 days of adoption; therefore, no penalties are applicable.

Sincerely,



Maureen K. Ausura  
Sr. Vice President  
Human Resource Department